

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

HORNBLOWER CONSULTING, LLC,¹

Reorganized Debtor.

)
) Chapter 11
)
) Case No. 24-90155 (MI)
)
)
)
)

**ORDER SUSTAINING GUC TRUST’S THIRD
OMNIBUS OBJECTION TO CERTAIN CLAIMS**
(Satisfied Claims)
(Related Docket No. 152)

Upon the objection (the “Objection”),² of the GUC Trust seeking entry of an order (this “Order”) disallowing the Satisfied Claims identified on **Schedule 1** hereto and granting related relief, all as more fully set forth in the Objection; and upon the Declaration of Robin Chiu; pursuant to sections 502(b) and 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and Rule 3007-1 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas; and the Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. § 1334; and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Objection having been provided, and it appearing that no other or further notice need be provided; and this

¹ The last four digits of Reorganized Debtor Hornblower Consulting, LLC’s tax identification number are 2156. The location of the Reorganized Debtor’s service address for purposes of this chapter 11 case is: Pier 3 on The Embarcadero, San Francisco, CA 94111.

² All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

Court having reviewed the Objection; and this Court having found and determined that the relief sought in the Objection is in the best interests of the GUC Trust, the beneficiaries of the GUC Trust, and all parties in interest, and that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY ORDERED THAT:**

1. All Class 5 General Unsecured portions of the Satisfied Claims identified on **Schedule 1** to this Order are disallowed in their entirety.

2. Omni Agent Solutions, Inc., as claims, noticing and solicitation agent, is authorized and directed to update the official claims register maintained in these chapter 11 cases to reflect the relief granted in this Order.

3. Each Satisfied Claim and the Objection thereto constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order will be deemed a separate order with respect to each Satisfied Claim.

4. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (i) an admission as to the validity of any claim against the GUC Trust, AQV Wind Down Co., Reorganized Debtor or the Debtors, as applicable, (ii) a waiver of the GUC Trust's, AQV Wind Down Co.'s, the Reorganized Debtor, or any appropriate party-in-interest's rights to dispute the amount of, basis for, or validity of any claim, (iii) a waiver of the GUC Trust's, AQV Wind Down Co.'s, the Reorganized Debtor's, or any other party-in-interest's rights under the Bankruptcy Code or any other applicable non-bankruptcy law, or (iv) an approval, adoption, assumption, or rejection of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code.

5. The GUC Trust is authorized to take all steps necessary or appropriate to effectuate the relief granted pursuant to this Order in accordance with the Objection.

6. This Court retains exclusive jurisdiction and power to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Signed: _____, 2025

MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

Schedule 1

Satisfied Claims

Schedule 1
Satisfied Claims

| Claim to be Disallowed | | | | | | |
|------------------------|--|-------------------------|----------|------------|---|--|
| Ref # | Claimant Name | Debtor Name | Claim # | Date Filed | Claim Amount | Objection Basis |
| 1 | AMAZON WEB SERVICES, INC | Hornblower Group, Inc. | C067-54 | 5/22/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$297,750.69 Total: \$297,750.69 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 2 | BAM STRATEGY US LLC | Hornblower Group, Inc. | C067-7 | 4/11/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$45,996.90 Total: \$45,996.90 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 3 | BRIDGEPORT BOATWORKS, INC | Hornblower Group, Inc. | C067-59 | 5/23/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$1.00 Total: \$1.00 | This is a claim based on an Unexpired Lease with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 4 | BROOKLYN NAVY YARD DEVELOPMENT CORPORATION | HNY Ferry II, LLC | C142-7 | 5/23/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$4,421.68 Total: \$4,421.68 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 5 | CANADIAN MERCHANT SERVICE GUILD | Hornblower Canada Co. | C068-4 | 5/22/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$35,805.00 Total: \$35,805.00 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 6 | CENTURYLINK COMMUNICATIONS, LLC | Hornblower Holdings LLC | C061-241 | 4/24/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$1,180.08 Total: \$1,180.08 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 7 | CENTURYLINK COMMUNICATIONS, LLC | Hornblower Holdings LLC | C061-402 | 5/22/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$2,836.21 Total: \$2,836.21 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 8 | COMCAST CABLE COMMUNICATIONS MANAGEMENT, LLC | Hornblower Holdings LLC | C061-426 | 5/23/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$19,746.16 Total: \$19,746.16 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 9 | COMCAST CABLE COMMUNICATIONS MANAGEMENT, LLC | Hornblower Group, Inc. | C067-61 | 5/23/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$19,746.16 Total: \$19,746.16 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |

Schedule 1
Satisfied Claims

| Claim to be Disallowed | | | | | | |
|------------------------|---|-------------------------------------|----------|------------|--|--|
| Ref # | Claimant Name | Debtor Name | Claim # | Date Filed | Claim Amount | Objection Basis |
| 10 | COMCAST CABLE COMMUNICATIONS MANAGEMENT, LLC | Hornblower Cruises and Events, Inc. | C087-15 | 5/23/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$19,746.16 Total: \$19,746.16 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 11 | COMMISSION JUNCTION LLC & APPLICABLE AFFILIATES | Hornblower Group, Inc. | C067-31 | 5/16/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$433.83 Total: \$433.83 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 12 | CORVUS ENERGY USA LTD | Alcatraz Cruises, LLC | C062-24 | 5/23/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$8,662.00 Total: \$8,662.00 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 13 | DATASITE LLC | Hornblower Holdings LP | C162-1 | 3/7/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$96,463.31 Total: \$96,463.31 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 14 | DIRECT ENERGY BUSINESS, LLC | Hornblower Cruises and Events, LLC | C149-36 | 5/20/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$52,248.32 Total: \$52,248.32 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 15 | DRATA INC | Anchor Operating System, LLC | C113-1 | 5/17/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$6,362.50 Total: \$6,362.50 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 16 | ECOLAB INC | Hornblower Cruises and Events, LLC | C149-86 | 7/29/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$10,279.25 Unsecured: \$170,917.72 Total: \$181,196.97 | This is a claim based on an Unexpired Lease with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 17 | ELECTRONIC SYSTEMS SUPPORT, INC | Hornblower Holdings LLC | C061-136 | 3/20/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$7,261.40 Total: \$7,261.40 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 18 | ELLENOFF GROSSMAN & SCHOLE LLP | HNY Ferry, LLC | C146-2 | 5/9/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$15,530.36 Total: \$15,530.36 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |

Schedule 1
Satisfied Claims

| Claim to be Disallowed | | | | | | |
|------------------------|------------------------------|------------------------------------|---------|------------|---|--|
| Ref # | Claimant Name | Debtor Name | Claim # | Date Filed | Claim Amount | Objection Basis |
| 19 | GLOBAL MUSIC RIGHTS, LLC | Hornblower Yachts, LLC | C096-3 | 3/25/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$33,226.40 Total: \$33,226.40 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 20 | GLOBAL MUSIC RIGHTS, LLC | Hornblower Yachts, LLC | C096-4 | 3/25/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$2,712.33 Total: \$2,712.33 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 21 | GLOBAL MUSIC RIGHTS, LLC | Hornblower Cruises and Events, LLC | C149-6 | 3/25/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$52,785.70 Total: \$52,785.70 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 22 | GLOSTEN, INC | Hornblower Energy, LLC | C088-1 | 4/18/2024 | Administrative: \$2,541.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$2,926.00 Total: \$5,467.00 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 23 | GO CITY INC | Statue Cruises, LLC | C077-3 | 5/14/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$187,541.20 Total: \$187,541.20 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 24 | HARBOR COURT ASSOCIATES, LLC | Hornblower Cruises and Events, LLC | C149-29 | 5/17/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$14,160.13 Total: \$14,160.13 | This is a claim based on an Unexpired Lease with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 25 | HELM OPERATIONS SOFTWARE INC | Alcatraz Cruises, LLC | C062-14 | 5/22/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$664.16 Total: \$664.16 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 26 | HELM OPERATIONS SOFTWARE INC | Hornblower Group, Inc. | C067-56 | 5/22/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$55,000.00 Total: \$55,000.00 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 27 | HELM OPERATIONS SOFTWARE INC | City Cruises Limited | C072-6 | 5/22/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$15,167.80 Total: \$15,167.80 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |

Schedule 1
Satisfied Claims

| Claim to be Disallowed | | | | | | |
|------------------------|--|--|----------|------------|---|--|
| Ref # | Claimant Name | Debtor Name | Claim # | Date Filed | Claim Amount | Objection Basis |
| 28 | HELM OPERATIONS SOFTWARE INC | Statue Cruises, LLC | C077-9 | 5/22/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$11,058.54 Total: \$11,058.54 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 29 | HELM OPERATIONS SOFTWARE INC | Hornblower Cruises and Events Canada Limited | C092-2 | 5/22/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$7,899.25 Total: \$7,899.25 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 30 | IMPACT NETWORKING, LLC | Hornblower Cruises and Events, LLC | C149-45 | 5/22/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$5,298.56 Total: \$5,298.56 | This is a claim based on an Unexpired Lease with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 31 | INTERNATIONAL ORGANIZATION OF MASTERS MATES & PILOTS | Statue Cruises, LLC | C077-2 | 5/13/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$0.00 Total: \$0.00 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 32 | IOCURRENTS, INC | HNY Ferry II, LLC | C142-6 | 5/23/2024 | Administrative: \$9,689.90 Priority: \$0.00 Secured: \$0.00 Unsecured: \$19,924.18 Total: \$29,614.08 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 33 | LABEBE H BUESING | Hornblower Holdings LLC | C061-109 | 3/14/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$1,050.00 Total: \$1,050.00 | This is a claim based on an Unexpired Lease with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 34 | LADY BRANDI, LLC | HMS Ferries - Puerto Rico, LLC | C136-3 | 5/21/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$1,881,390.87 Total: \$1,881,390.87 | This is a claim based on an Unexpired Lease with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 35 | LADY EVE, LLC | HMS Ferries - Puerto Rico, LLC | C136-4 | 5/21/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$14,765.68 Total: \$14,765.68 | This is a claim based on an Unexpired Lease with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 36 | LADY MADI, LLC | HMS Ferries - Puerto Rico, LLC | C136-5 | 5/21/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$144,675.26 Total: \$144,675.26 | This is a claim based on an Unexpired Lease with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |

Schedule 1
Satisfied Claims

| Claim to be Disallowed | | | | | | |
|------------------------|---|-------------------------------------|----------|------------|---|--|
| Ref # | Claimant Name | Debtor Name | Claim # | Date Filed | Claim Amount | Objection Basis |
| 37 | LEVEL 3 COMMUNICATIONS, LLC A CENTURYLINK COMPANY | Hornblower Holdings LLC | C061-242 | 4/24/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$2,541.66 Total: \$2,541.66 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 38 | LEVEL 3 COMMUNICATIONS, LLC A CENTURYLINK COMPANY | Hornblower Holdings LLC | C061-403 | 5/22/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$885.53 Total: \$885.53 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 39 | MARKETSPHERE CONSULTING, LLC | Hornblower Holdings LLC | C061-173 | 3/27/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$65,612.50 Total: \$65,612.50 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 40 | MASSACHUSETTS PORT AUTHORITY | Boston Harbor Cruises, LLC | C137-20 | 5/22/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$75.00 Total: \$75.00 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 41 | MASSACHUSETTS PORT AUTHORITY | Hornblower Cruises and Events, LLC | C149-47 | 5/22/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$75.00 Total: \$75.00 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 42 | MMGY GLOBAL LLC | Alcatraz Cruises, LLC | C062-1 | 3/25/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$9,251.22 Total: \$9,251.22 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 43 | MMGY GLOBAL LLC | Hornblower Group, Inc. | C067-3 | 3/21/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$25,905.18 Total: \$25,905.18 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 44 | MMGY GLOBAL LLC | Hornblower Canada Co. | C068-1 | 3/21/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$1,962.33 Total: \$1,962.33 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 45 | MMGY GLOBAL LLC | Hornblower Cruises and Events, Inc. | C087-4 | 4/8/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$49,649.51 Total: \$49,649.51 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |

Schedule 1
Satisfied Claims

| Claim to be Disallowed | | | | | | |
|------------------------|---------------------------------|--|---------|------------|--|--|
| Ref # | Claimant Name | Debtor Name | Claim # | Date Filed | Claim Amount | Objection Basis |
| 46 | MMGY GLOBAL LLC | Hornblower Cruises and Events Canada Limited | C092-1 | 3/25/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$20,939.71 Total: \$20,939.71 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 47 | MMGY GLOBAL LLC | Venture Ashore, LLC | C103-2 | 3/21/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$4,773.30 Total: \$4,773.30 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 48 | NETRALITY PROPERTIES, LP | Hornblower Group, Inc. | C067-17 | 4/29/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$8,700.00 Total: \$8,700.00 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 49 | OFF MATLOCK LLC | Liberty Hospitality, LLC | C128-1 | 5/17/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$194,072.25 Total: \$194,072.25 | This is a claim based on an Unexpired Lease with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 50 | PIER 3 SCULPTURE LLC | Hornblower Yachts, LLC | C096-19 | 5/20/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$83,701.10 Total: \$83,701.10 | This is a claim based on an Unexpired Lease with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 51 | PIER 3 SCULPTURE, LLC | Hornblower Yachts, LLC | C096-35 | 5/21/2024 | Administrative: \$0.00 Priority: \$15,510.00 Secured: \$0.00 Unsecured: \$68,191.10 Total: \$83,701.10 | This is a claim based on an Unexpired Lease with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 52 | SALESFORCE, INC | Hornblower Group, Inc. | C067-47 | 5/21/2024 | Administrative: \$2,824,456.09 Priority: \$0.00 Secured: \$0.00 Unsecured: \$15,710.64 Total: \$2,840,166.73 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 53 | SALESFORCE, INC | Hornblower Cruises and Events, Inc. | C087-12 | 5/21/2024 | Administrative: \$388,252.60 Priority: \$0.00 Secured: \$0.00 Unsecured: \$1,753.20 Total: \$390,005.80 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 54 | SAN DIEGO UNIFIED PORT DISTRICT | Hornblower Yachts, LLC | C096-26 | 5/22/2024 | Administrative: \$79,452.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$202,655.14 Total: \$282,107.14 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |

Schedule 1
Satisfied Claims

| Claim to be Disallowed | | | | | | |
|------------------------|--|------------------------------------|---------|------------|---|--|
| Ref # | Claimant Name | Debtor Name | Claim # | Date Filed | Claim Amount | Objection Basis |
| 55 | SMI LL, LLC | Statue Cruises, LLC | C077-14 | 5/23/2024 | Administrative: \$45,834.33 Priority: \$0.00 Secured: \$0.00 Unsecured: \$203.72 Total: \$46,038.05 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 56 | SMI LL, LLC | Liberty Landing Ferries, LLC | C133-2 | 5/23/2024 | Administrative: \$1,167.09 Priority: \$0.00 Secured: \$0.00 Unsecured: \$8,810.58 Total: \$9,977.67 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 57 | THE BOARD OF MANAGERS OF THE ROWES WHARF CONDOMINIUM ASSOCIA | Hornblower Cruises and Events, LLC | C149-59 | 5/23/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$16,519.16 Total: \$16,519.16 | This is a claim based on an Unexpired Lease with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 58 | WATERFRONT SERVICES I LLC | Hornblower Group, Inc. | C067-75 | 5/22/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$199,447.45 Total: \$199,447.45 | This is a claim based on an Unexpired Lease with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 59 | WELLS FARGO VENDOR FINANCIAL SERVICES, LLC | Hornblower Cruises and Events, LLC | C149-26 | 5/17/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$30,879.05 Total: \$30,879.05 | This is a claim based on an Unexpired Lease with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 60 | WELLS FARGO VENDOR FINANCIAL SERVICES, LLC | Hornblower Cruises and Events, LLC | C149-27 | 5/17/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$29,160.82 Total: \$29,160.82 | This is a claim based on an Unexpired Lease with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 61 | WHITE PLAINS COAT & APRON CO | Hornblower Cruises and Events, LLC | C149-30 | 5/13/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$6,117.92 Total: \$6,117.92 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |
| 62 | WHITE PLAINS LINEN | Hornblower Cruises and Events, LLC | C149-31 | 5/13/2024 | Administrative: \$0.00 Priority: \$0.00 Secured: \$0.00 Unsecured: \$2,908.81 Total: \$2,908.81 | This is a claim based on an executory contract with a Non-AQV Debtor which was assumed pursuant to section V.A.1 of the Plan, and all claims with respect thereto have been satisfied through assumption and cure pursuant to section 365 of the Bankruptcy Code and the terms of the Plan and Confirmation Order. |